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RECORDATION NO. 23301 FILED

DEC 28 '00 3:39 PM

SURFACE TRANSPORTATION BOARD

LOUIS E. GITOMER
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December 28, 2000

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

Dear Secretary Williams:

I have enclosed two originals of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Lease Agreement, a primary document, dated as of December 28, 2000. We request that this document be given the next available Recordation Number.

The names and addresses of the parties to the Memorandum of Lease Agreement are:

Lessor:

SunTrust Leasing Corporation
120 East Baltimore Street, 24th Floor
Baltimore, MD 21202

Lessee:

Crystal Car Line, Inc.
6500 South Archer Avenue
Bedford Park, IL 60501-1933

A description of the equipment covered by the Memorandum of Lease Agreement consists of 71 tank cars numbered CCLX 1545-1570, inclusive, 1572-1577, inclusive, 1579-1590, inclusive, 1592-1594, inclusive, 1817-1820, inclusive, 1826-1839, inclusive, and 1842-1847, inclusive; and 103 hopper cars numbered CCLX 45001-45030, inclusive, 50106-50110, inclusive, 50112-50121, inclusive, 50123-50125, inclusive, 51000-51005, inclusive, 60061-60077, inclusive, and 60079-60110, inclusive.

BALL JANIK LLP

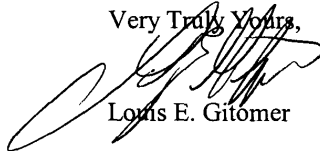
Honorable Vernon A. Williams
December 28, 2000
Page 2

A fee of \$ 26.00 is enclosed. Please return one original to:

Louis E. Gitomer
Of Counsel
Ball Janik LLP
Suite 225
1455 F Street, N.W.
Washington, DC 20005

A short summary of the document to appear in the index follows: a Memorandum of Lease Agreement between SunTrust Leasing Corporation, 120 East Baltimore Street, 24th Floor, Baltimore, MD 21202, and Crystal Car Line, Inc., 6500 South Archer Avenue, Bedford Park, IL 60501-1933, covering 71 tank cars numbered CCLX 1545-1570, inclusive, 1572-1577, inclusive, 1579-1590, inclusive, 1592-1594, inclusive, 1817-1820, inclusive, 1826-1839, inclusive, and 1842-1847, inclusive; and 103 hopper cars numbered CCLX 45001-45030, inclusive, 50106-50110, inclusive, 50112-50121, inclusive, 50123-50125, inclusive, 51000-51005, inclusive, 60061-60077, inclusive, and 60079-60110, inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosures

RECORDATION NO. 23301 FILED

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE AGREEMENT

BETWEEN

SUNTRUST LEASING CORPORATION

AND

CRYSTAL CAR LINE, INC.

Dated as of December 28, 2000

MEMORANDUM OF LEASE AGREEMENT

Memorandum of a Lease Agreement made and entered into as of December 28, 2000 by and between SunTrust Leasing Corporation ("Lessor") and Crystal Car Line, Inc. ("Lessee").

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and Lessee has agreed to lease from Lessor the Railcars described on Exhibit A attached hereto, bearing marks and numbers as described on the attached Exhibit A

2. The lease of the Railcars shall be effective as of the date first set forth hereinabove and shall be subject to the lease term as described in the lease agreement between Lessor and Lessee.

3. This Memorandum of Lease Agreement may be executed in any number of counterparts, each of which shall be an original, all of which when taken together shall constitute one agreement binding on all parties, notwithstanding that all parties are not signatories to the same counterpart.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed by their respective corporate officers as of the date and year first above written.

Lessor: SunTrust Leasing Corporation

By: [Signature]
Title: SECTY

Lessee: Crystal Car Line, Inc.

By: _____
Title: _____

STATE OF MARYLAND)
) ss.
CITY OF BALTIMORE)

On this 27th day of December, 2000, before me personally appeared Mr. POWERS, to me personally known, who being by me duly sworn, says that he is the SECRETARY of SunTrust Leasing Corporation that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

[Signature: Susan Carpenter]
NOTARY PUBLIC
My commission expires: 6/23/04

STATE OF)
) ss.
COUNTY OF)

On this _____ day of December, 2000, before me personally appeared _____, to me personally known, who being by me duly sworn, says that he is the _____ of Crystal Car Line, Inc. that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

NOTARY PUBLIC
My commission expires: _____

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed by their respective corporate officers as of the date and year first above written.

Lessor: SunTrust Leasing Corporation

By: _____
Title: _____

Lessee: Crystal Car Line, Inc.

By: [Signature]
Title: ASSISTANT TREASURER

STATE OF MARYLAND)
) ss.
CITY OF BALTIMORE)

On this ____ day of December, 2000, before me personally appeared _____, to me personally known, who being by me duly sworn, says that he is the _____ of SunTrust Leasing Corporation that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

NOTARY PUBLIC
My commission expires:

STATE OF ILLINOIS)
) ss.
COUNTY OF COOK)

On this 27th day of December, 2000, before me personally appeared GLORIA L. GRIESING to me personally known, who being by me duly sworn, says that he is the ASST. TREASURER of Crystal Car Line, Inc. that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

[Signature]
NOTARY PUBLIC
My commission expires:



EXHIBIT A
TO
MEMORANDUM OF LEASE AGREEMENT
BETWEEN
SUNTRUST LEASING CORPORATION ("LESSOR")

AND

CRYSTAL CAR LINE, INC.

EXHIBIT A
MEMORANDUM OF LEASE AGREEMENT
BETWEEN SUNTRUST LEASING CORPORATION ("LESSOR")
AND
CRYSTAL CAR LINES, INC.

1545	1572	1579	1817	1826	1842	45001	50106	50112	50123	51000	60061	60086
1546	1573	1580	1818	1827	1843	45002	50107	50113	50124	51001	60062	60087
1547	1574	1581	1819	1828	1844	45003	50108	50114	50125	51002	60063	60088
1548	1575	1582	1820	1829	1845	45004	50109	50115		51003	60064	60089
1549	1576	1583		1830	1846	45005	50110	50116		51004	60065	60090
1550	1577	1584		1831	1847	45006		50117		51005	60066	60091
1551		1585		1832		45007		50118			60067	60092
1552		1586		1833		45008		50119			60068	60093
1553		1587		1834		45009		50120			60069	60094
1554		1588		1835		45010		50121			60070	60095
1555		1589		1836		45011					60071	60096
1556		1590		1837		45012					60072	60097
1557				1838		45013					60073	60098
1558		1592		1839		45014					60074	60099
1559		1593				45015					60075	60100
1560		1594				45016					60076	60101
1561						45017					60077	60102
1562						45018						60103
1563						45019					60079	60104
1564						45020					60080	60105
1565						45021					60081	60106
1566						45022					60082	60107
1567						45023					60083	60108
1568						45024					60084	60109
1569						45025					60085	60110
						45026						
						45027						
						45028						
						45029						
						45030						